

KPL/2018-19/BSE
26.09.2018

Bombay Stock Exchange Ltd. 1 st floor New Trading Ring Rotunda Building P.J.Towers Dalal Street, Fort MUMBAI - 400 001 Scrip Code : 530299	National Stock Exchange of India Ltd. Exchange Plaza, 5 th floor Plot No., C/1 G Block BandraKurla Complex Bandra (E) MUMBAI - 400 051 Trading Symbols : "KOTHARIPRO"
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Dear Sirs,

Sub: Disclosure of Voting Results of the 34th Annual General Meeting of Kothari Products Limited held on September 25th, 2018 as per the requirements of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of voting results of the 34th Annual General Meeting of Kothari Products Limited held on September 25th, 2018 are enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer Report.

Thanking you,

Yours faithfully,
For **Kothari Products Limited**



(RA) KUMAR GUPTA
CS & COMPLIANCE OFFICER
FCS -3281
ADDRESS:
"PAN PARAG HOUSE",
24/19, THE MALL,
KANPUR



Encl.: as above

KOTHARI PRODUCTS LIMITED
Format for Voting Results

Date of the AGM	September 25 th , 2018
Total Number of shareholders on record date (i.e., September 18 th , 2018- cut-off date for voting purpose)	8742
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	6 43 N.A.
No. of shareholder attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	N.A.

Agenda –wise disclosure

The Mode of voting for all resolutions was remote e-voting and voting at Meeting through Physical Ballot Paper.

Resolution 1: Consideration and Adoption of the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2018 along with the Reports of the Directors' and Auditors' thereon. (Ordinary Resolution)

Category	Mode of Voting	No. of shares Held	Whether promoter/ promoter group are interested in the agenda/resolution? :				No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
			No	Yes	No	Yes						
A) Promoter and Promoter Group	E- Voting (remote e-voting)	22382405	(1)	(2)	0	0	0	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Poll (Physical Ballot)			22371155	22371155	99.95	22371155	22371155	0	100	0	
	Total (A)		22382405	22371155	22371155	99.95	22371155	22371155	0	100	0	
B) Public - Institutions	E- Voting (remote e-voting)	4273		0	0	0	0	0	0	0	0	
	Poll (Physical Ballot)			0	0	0	0	0	0	0	0	
	Total (B)		4273	0	0	0	0	0	0	0	0	
C) Public – Non Institution	E- Voting (remote e-voting)	7457187		4670	4670	0.06	4255	4255	415	91.11	8.89	
	Poll (Physical Ballot)			2973	2973	0.04	2929	2929	44	98.52	1.48	
	Total (C)		7457187	7643	7643	0.10	7184	7184	459	93.99	6.01	
Total (A+B+C)		29843865	22378798	22378798	74.99	22378339	22378339	22378339	459	99.99	0.002	

For KOTHARI PRODUCTS LTD.
(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER



Resolution 2: Consideration and Adoption of the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2018 along with the Auditors' Report thereon. (Ordinary Resolution)

Category	Mode of Voting	No. of shares Held (1)	Whether promoter/ promoter group are interested in the agenda/resolution? :				No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
			No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)				
A) Promoter and Promoter Group	E-Voting (remote e-voting)	22382405	0	0	0	0	0	0	0	
	Poll (Physical Ballot)		22371155	99.95	22371155	0	0	100	0	
	Total (A)	22382405	22371155	99.95	22371155	0	0	100	0	
B) Public - Institutions	E-Voting (remote e-voting)	4273	0	0	0	0	0	0	0	
	Poll (Physical Ballot)		0	0	0	0	0	0	0	
	Total (B)	4273	0	0.06	4255	415	0	91.11	8.89	
C) Public - Non Institutions	E-Voting (remote e-voting)	7457187	4670	0.04	2925	48	463	93.94	6.06	
	Poll (Physical Ballot)		2973	0.10	7180	463	463	99.99	0.002	
	Total (C)	7457187	7643	0.10	7180	463	463	99.99	0.002	
Total (A+B+C)		29843865	22378798	74.99	22378335	463	463	99.99	0.002	



For KOTHARI PRODUCTS LTD.
 (RAJ KUMAR GUPTA)
 CS & COMPLIANCE OFFICER

Resolution 3: Declaration of Dividend of Rs.1.50/- per Equity Share of Rs 10/-each (15%) for the financial year 2017-18. (Ordinary Resolution)

Category	Mode of Voting	Whether promoter/ promoter group are interested in the agenda/resolution? : YES						
		No. of shares Held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
A) Promoter and Promoter Group	E- Voting (remote e-voting)	22382405	0	0	0	0	0	0
	Poll (Physical Ballot)		22371155	99.95	22371155	0	100	0
	Total (A)	22382405	22371155	99.95	22371155	0	100	0
B) Public - Institutions	E- Voting (remote e-voting)	4273	0	0	0	0	0	0
	Poll (Physical Ballot)		0	0	0	0	0	0
	Total (B)	4273	0	0	0	0	0	0
C) Public - Non Institutions	E- Voting (remote e-voting)	7457187	4670	0.06	4270	400	91.43	8.57
	Poll (Physical Ballot)		2973	0.04	2973	0	100	0
	Total (C)	7457187	7643	0.10	7243	400	94.77	5.23
Total (A+B+C)		29843865	22378798	74.99	22378398	400	99.99	0.01



For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
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Resolution 4: Re- appointment of Smt. Poonam Acharya (DIN: 07238992), a Director retiring by rotation. (Ordinary Resolution)

Category	Mode of Voting	No. of shares Held (1)	Whether promoter/ promoter group are interested in the agenda/resolution? :		No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
			No	Yes				
A) Promoter and Promoter Group	E- Voting (remote e-voting)	22382405	0	0	0	0	0	0
	Poll (Physical Ballot)		22371155		22371155	0	100	0
	Total (A)	22382405	22371155		22371155	0	100	0
B) Public - Institutions	E- Voting (remote e-voting)	4273	0	0	0	0	0	0
	Poll (Physical Ballot)		0	0	0	0	0	0
	Total (B)	4273	0	0	0	0	0	0
C) Public - Non Institutions	E- Voting (remote e-voting)	7457187	4670	0.06	4270	400	91.43	8.57
	Poll (Physical Ballot)		2973	0.04	2973	0	100	0
	Total (C)	7457187	7643	0.10	7243	400	94.77	5.23
Total (A+B+C)		29843865	22378798	74.99	22378398	400	99.99	0.01

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
FCS, LLB, B Com, AAIMA

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, KANPUR - 208 001 (U. P.)
Tel. : 0512-2332397 • Mobile : 09839100709
E-mail : adesh.tandon11@gmail.com

Date

SCRUTINIZER'S REPORT-COMBINED

**[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rules 20 & 21(2) of the
Companies (Management & Administration) Rules, 2015, as amended]**

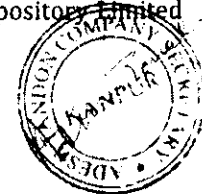
To,

The Chairman,

34th (Thirty Fourth) Annual General Meeting ("AGM") of the members of Kothari Products Limited (hereinafter referred as "the Company") held on **Tuesday, September 25, 2018** at 11:30 a.m. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Near Rave-3, Kanpur-208001 (UP).

Dear Sir,

1. I, Adesh Tandon, Proprietor of Adesh Tandon & Associates, Kanpur have been appointed as scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the Remote e-voting process and Voting through poll at the AGM under the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the notice to the 34th AGM of the members of the Company, held on Tuesday, September 25, 2018 at Hotel Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Near Rave-3, Kanpur-208001 (UP).
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Act and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 34th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report (Combined) of the votes casted 'in favour' or 'against' the resolutions stated below, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency engaged by the Company to provide e-voting and also based on the poll conducted at the AGM.
3. The Company has engaged the services of National Securities Depository Limited as the Authorized Agency to provide Secured E-Voting process.




ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
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Date:

4. The E-Voting period remained open from 09:00 A.M. (IST) on Saturday, September 22, 2018 upto 05:00 P.M. (IST) on Monday, September 24, 2018.
5. The Cut-off date for the purpose of determining the entitlement for remote E-Voting on the proposed resolution was **Tuesday**, September **18**, 2018.
6. The votes casted electronically were unblocked on Tuesday, September 25, 2018 around 2 p.m., in the presence of two witnesses Ms. Anamika Gupta R/o 18-F/43, Durga Housing Socieity, Lal Bangla, Kanpur-208007 (UP) and Ms. Sneha Pandey, R/o 6/2, Benajhaber, Lal Colony, Kanpur-208002 (UP) who are not in the employment of the Company. They have signed below in Confirmation of the E-Voting being unblocked in their presence.



Anamika Gupta



Sneha Pandey

7. The poll facility has been provided to all the shareholders who attended the AGM to vote at the Resolutions as contained in the Notice to the 34th AGM but not to those shareholders who have opted the facility to vote through remote E-Voting.
8. Thereafter, the details containing, inter alia, the information about shareholders voting 'In Favour' and 'Against' the resolution, were generated from the E-Voting website of NSDL and based on such reports the results of Remote E-Voting and Poll on each resolution are given hereunder:

Resolution No. 1: Ordinary Resolution:-

Consideration and adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.

Voted in '**FAVOUR**' of the resolution:



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
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Date

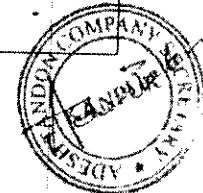
Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Members/ Proxies Voted by Poll	Number of votes cast in 'Favour' of resolution by Poll	Total Number of votes cast through e-voting and Poll	% of total number of valid votes cast
20	4255	30	22374084	22378339	99.99%

Voted 'AGAINST' the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'Against' the resolution by e-voting	Number of Members/ Proxies Voted by Poll	Number of Votes cast 'Against' the resolution by Poll	Total Number of votes cast through e-voting and Poll	% of total number of valid votes cast
2	415	2	44	459	0.01%

'INVALID' votes:

Number of Members Voted through electronic voting system	Number of votes cast 'Invalid' by e-voting	Number of Members/ Proxies Voted by Poll	Number of votes cast 'Invalid' by Poll	Total Number of votes cast through e-voting and Poll
-	-	-	-	-



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

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Date

Result:

As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in Notice as Item No. 1. Hence, the ordinary resolution was passed with requisite majority.

Resolution No. 2: Ordinary Resolution

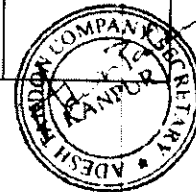
Consideration and adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Auditors thereon.

Voted in 'FAVOUR' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Members/ Proxies Voted by Poll	Number of votes cast in 'Favour' of resolution by Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
20	4255	29	22374080	22378335	99.99%

Voted 'AGAINST' the resolution:

Number of Members Voted through electronic voting system	Number of vote cast 'Against' the resolution by e-voting	Number of Members /Proxies Voted by Poll	Number of votes cast 'Against' the resolution by poll	Total Number of votes cast through e-voting and Poll	% of total number of valid votes cast



ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon

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Date:

2	415	3	48	463	0.01%

'INVALID' votes:

Number of Members voted through electronic voting system	Number of votes cast 'Invalid' by e-voting	Number of Members/Proxies Voted by Poll	Number of votes cast 'Invalid' by Poll	Total Number of votes cast through e-voting and Poll
-	-	-	-	-

Result:

As the votes cast in favor of the resolution are more than votes cast against the resolution as set out in Notice as Item No. 2. Hence, the ordinary resolution was passed with requisite majority.

Resolution No. 3: Ordinary Resolution

Declaration of Dividend for the financial year ended March 31, 2018.

Voted in 'FAVOUR' of the resolution:

Number of Members voted through electronic voting	Number of votes cast in 'Favour' of resolution by e-voting	Number of Members/Proxies Voted by Poll	Number of votes cast in 'Favour' of resolution by Poll	Total Number of votes cast through e-voting and Poll	% of total number of valid votes



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Date : _____

system					cast
21	4270	32	22374128	22378398	99.99%

Voted 'AGAINST' the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'Against' the resolution by e-voting	Number of Members/ Proxies Voted by Poll	Number of votes cast 'Against' the resolution by Poll	Total Number of votes cast through e-voting and Poll	% of total number of valid votes cast
1	400	0	0	400	0.01%

'INVALID' votes:

Number of Members Voted through electronic voting system	Number of votes cast 'Invalid' by e-voting	Number of Members/ Proxies Voted by Poll	Number of votes cast 'Invalid' by Poll	Total Number of votes cast through e-voting and Poll
-	-	-	-	-



ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon

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Date:

Result:

As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in Notice as item No. 3. Hence, the ordinary resolution was passed with requisite majority.

Resolution No. 4: Ordinary Resolution

Appointment of Director in place of Smt. Poonam Acharya (DIN: 07238992), who retires by rotation and being eligible, offers herself for re-appointment.

Voted in 'FAVOUR' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Members/ Proxies Voted by Poll	Number of votes cast in 'Favour' of resolution by Poll	Total Number of votes cast through e-voting and Poll	% of total number of valid votes cast
21	4270	32	22374128	22378398	99.99%

Voted 'AGAINST' the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'Against' the resolution by e-voting	Number of Members/ Proxies Voted by Poll	Number of Vote cast 'Against' the resolution by Poll	Total Number of votes cast through e-voting and Poll	% of total number of valid votes cast
1	400	0	0	400	0.01%



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon

FCS No. 2253, C.P. No. 1121

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Date

'INVALID' votes:

Number of Members Voted through electronic voting system	Number of votes cast 'Invalid' by e-voting	Number of Members/ Proxies Voted by Poll	Number of votes cast 'Invalid' by Poll	Total Number of votes cast through e-voting and Poll
-	-	-	-	-

Result:

As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in Notice as Item No. 4. Hence, the ordinary resolution was passed with requisite majority.

9. The poll papers and all other relevant records were sealed and are being handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,
For Adesh Tandon & Associates
Company Secretaries

For ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
PROPRIETOR
C.P. No. 1121

Adesh Tandon
Proprietor
FCS No. 2253
C.P. No. 1121

Place: Kanpur
Date: September 25, 2018

COUNTER SIGNED BY

For KOTHARI PRODUCTS LTD.

Deepak Kothari

(DEEPAK KOTHARI)
C. M. D.